

GREENBRIER
LEASING COMPANY LLC

Greenbrier Leasing Company LLC

One Centerpoint Drive Suite 200
Lake Oswego Oregon 97035
503 684 7000 Fax 503 684 7553

March 28, 2013

RECORDATION NO. 30684 FILED

VIA FEDERAL EXPRESS

APR 01 '13 5 19 PM

~~SURFACE TRANSPORTATION BOARD~~

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, SW
Washington, DC 20423

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 is one (1) original and two (2) photocopies of a Memorandum of Schedule No.2 dated as of November 1, 2011 to Lease Agreement dated as of August 1, 2007, a primary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177. Also enclosed is a check for \$42 payable to the order of the Surface Transportation Board covering the required recordation fee.

The names and addresses of the parties to the enclosed document are:

Lessor: Greenbrier Leasing Company LLC
One Centerpoint Drive, Suite 200
Lake Oswego, OR 97035

Lessee: Roseburg Forest Products Co.
10599 Old Highway 99 South
Dillard, OR 97432

A description of the railroad equipment covered by the enclosed document is:

Sixty (60) 7,452 cubic foot capacity woodchip gondola railcars marked and numbered within the series AOK 6003 through AOK 6073, not inclusive, and AOK 74503 through AOK 74510, not inclusive, and AOKX 6000 through AOKX 6078, not inclusive, and AOKX 31021 through AOKX 74507, not inclusive; and numbered as more particularly set forth in the schedule attached to the document

Please return stamped copies of the enclosed document not needed for your files to the undersigned.

Section Chief
Surface Transportation Board
March 28, 2013
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A short summary of the enclosed document to appear in the Board's Index is

Memorandum of Lease Agreement for Schedule No. 2.

If you have any questions, please do not hesitate to call.

Sincerely,

A handwritten signature in black ink, appearing to read "S. Blasquez".

Summer Blasquez
Paralegal

SCB:ms

Enclosures

cc: Edward M. Luria, Esq. (via email)

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT

BETWEEN

GREENBRIER LEASING COMPANY LLC ("LESSOR")

AND

ROSEBURG FOREST PRODUCTS CO. ("LESSEE")

AUGUST 1, 2007

SCHEDULE NO. 2

NOVEMBER 1, 2011

Memorandum of Schedule No 2 dated as of November 1, 2011 to a Lease Agreement made and entered into as of August 1, 2007 by and between Greenbrier Leasing Company LLC, an Oregon limited liability company, ("Lessor") and Roseburg Forest Products Co , an Oregon corporation ("Lessee")

WITNESSETH

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor sixty (60) 7,452 cubic foot capacity woodchip gondola railcars, bearing marks and numbers as set forth in the attached Rail Equipment List
2. Schedule No. 2 to the Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Lease Agreement and Schedule No 2, as each may be amended from time to time

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed by their respective officers as of the date and year first above written

LESSOR:

GREENBRIER LEASING COMPANY LLC

BY. 

NAME J.T. Sharp

TITLE President

LESSEE:

ROSEBURG FOREST PRODUCTS CO.

BY: 

NAME. Jeff Brandt

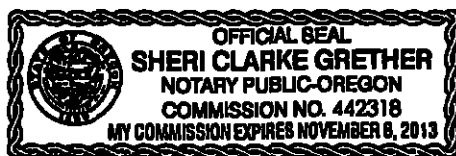
TITLE. Director of Transportation

STATE OF OREGON

COUNTY OF CLACKAMAS

)
) ss.
)

On this 18th day of March, 2012, before me personally appeared James T. Sharp, to me personally known, who being by me duly sworn, says that s/he is the President of Greenbrier Leasing Company LLC and that the foregoing instrument was signed on behalf of said company, and s/he acknowledged that the execution of the said instrument was her-of-his free act and deed.



Sheri Clarke Grether
NOTARY PUBLIC

My commission expires: November 8, 2013

STATE OF OREGON

COUNTY OF Douglas

)
) ss.
)

On this 17th day of September, 2012, before me personally appeared Jeff Brandt, to me personally known, who being by me duly sworn, says that s/he is the Director of Transportation of Roseburg Forest Products Co. and that the foregoing instrument was signed on behalf of said corporation, and s/he acknowledged that the execution of the said instrument was her or his free act and deed.



Jennifer Randolph
NOTARY PUBLIC

My commission expires: Jan 14, 2016

EXHIBIT A

RAIL EQUIPMENT LIST

Mark	Number	Mark	Number
AOK	6003	AOKX	6038
AOK	6007	AOKX	6040
AOK	6029	AOKX	6042
AOK	6031	AOKX	6051
AOK	6037	AOKX	6054
AOK	6044	AOKX	6055
AOK	6047	AOKX	6057
AOK	6060	AOKX	6058
AOK	6065	AOKX	6059
AOK	6073	AOKX	6061
AOK	74503	AOKX	6062
AOK	74505	AOKX	6064
AOK	74506	AOKX	6066
AOK	74508	AOKX	6068
AOK	74509	AOKX	6069
AOK	74510	AOKX	6075
AOKX	6000	AOKX	6076
AOKX	6002	AOKX	6078
AOKX	6004	AOKX	31021
AOKX	6008	AOKX	31022
AOKX	6010	AOKX	31023
AOKX	6012	AOKX	31026
AOKX	6016	AOKX	31028
AOKX	6019	AOKX	31029
AOKX	6020	AOKX	31032
AOKX	6024	AOKX	31033
AOKX	6032	AOKX	31034
AOKX	6033	AOKX	74502
AOKX	6034	AOKX	74504
AOKX	6036	AOKX	74507
		Total	60 Cars